

LIBENSON RICHARD M

Form 4/A

March 18, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box
 if no longer
 subject to
 Section 16.
 Form 4 or
 Form 5
 obligations
 may continue.
See Instruction
 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LIBENSON RICHARD M

2. Issuer Name **and** Ticker or Trading
 Symbol
 COSTCO WHOLESALE CORP
 /NEW [COST]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

4649 MORENA BLVD.

(Street)

SAN DIEGO, CA 92117

(City) (State) (Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/02/2008

4. If Amendment, Date Original
 Filed(Month/Day/Year)
 02/19/2008

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/15/2008		M		16,000	A	\$ 44.9688	22,025 D
Common Stock	02/15/2008		M		12,000	A	\$ 52.5	34,025 D
Common Stock	02/15/2008		M		12,000	A	\$ 43.79	46,025 D
Common Stock	02/15/2008		S		40,000	D	(1)	6,025 D
Common Stock	01/02/2008		J		25	D	(2)	6,000 (3) D

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Common Stock	01/02/2008	J	25	A	(2)	40,803 (3)	I	Family Trust
Common Stock						71,032	I	Non-Exempt Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 44.9688	02/15/2008		M	16,000	04/01/1999 04/01/2009	Common Stock 16,000
Stock Option	\$ 52.5	02/15/2008		M	12,000	04/03/2000 04/03/2010	Common Stock 12,000
Stock Option	\$ 43.79	02/15/2008		M	12,000	04/01/2005 04/01/2015	Common Stock 12,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LIBENSON RICHARD M 4649 MORENA BLVD. SAN DIEGO, CA 92117	X

Signatures

Deanna K. Nakashima,
attorney-in-fact 03/18/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Sold as: 900 @ 63.29 3400 @ 63.295 3400 @ 63.3 100 @ 63.3075 2918 @ 63.31 2800 @ 63.315 4360 @ 63.32 200 @ 63.3225 2940 @ 63.33 800 @ 63.335 1600 @ 63.34 1600 @ 63.35 1900 @ 63.355 1400 @ 63.36 2082 @ 63.37 600 @ 63.375 3300 @ 63.38 1687 @ 63.385 1010 @ 63.39 600 @ 63.395 500 @ 63.41 400 @ 63.415 400 @ 63.42 100 @ 63.43 100 @ 63.44 300 @ 63.45 300 @ 63.46 100 @ 63.47 200 @ 63.49 3 @ 63.5
- (1)
- (2) Transfer from direct to indirect.
- (3) The original filing incorrectly stated that 40,778 shares were held directly rather than indirectly. The transfer from direct ownership to indirect ownership by the Family Trust occurred in December 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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